BEST AVAILABLE COPY

FORM D

SEC 1972 (6-02)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTIO

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OMB APPROVAL								
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ONITORIA LIMITED OFFERING	exeminor
Name of Offering (check if this is an amendment and name has changed, and indicate cha	auge.)
Flling Under (Check box(es) that apply). Rule 504 Rule 505 Rule 506 Se	ection 4(6) TO ULOUS BECOME
Type of Filing: New Filing Amundment	action 4(6) ULOUECT RECEIVED
A. BASIC IDENTIFICATION DAT	SEP 2 T 2000
1. Enter the information requested about the issuer	2006
Name of Issuer (check if this is an amendment and name has changed, and indicate change	1.1
Hollywood Intermediate, Inc	12/3 ECIU
Address of Executive Offices (Number and Street, City, State, 2)	n Cude) Telephone Number Including Ares Code)
1807 1/2 Victory Blvd., Glendale, California, 91021	(818) 240-6404
Address of Principal Business Operations (Number and Street, City, State, 7.) (if different from Executive Offices)	ip (lude) Telephone Number (Including Area Code)
Brief Description of Business	
Digital Mastering of Motion Picture negative including the high quality film resolution	transfers to and from the digital realm
Type of Business Organization	
corporation	other (please specify): PROCESSE
Month Year	CED 2 R 2008
Actual or Estimated Date of Incorporation or Organization [6] 18 [6] Actual Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation	Fishmated SLF 2 0 2000
CN for Canada; I'M for other foreign jurishiction	
GENERAL INSTRUCTIONS	FINANCIAL
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation (1966).	ilation D or Section 4(6), 17 CFR 230.501 ct seq. or 15 U S.C
When To File: A notice must be filed no later than 15 days after the first sale of securities in the and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address which it is due, on the date it was mailed by United States registered or certified mail to that add	is given below or. If received at that address after the date on
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington,	D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be photocopies of the manually signed copy or bear typed or printed signatures.	c manually signed. Any copies not manually signed must be
Information Required: A new filing must contain all information requested. Amendments need a thereto, the information requested in Part C, and any material changes from the information previous not be filed with the SBC.	
Filing Fee: There is no federal filing fee.	
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice vare to be, or have been made. If a state requires the payment of a fee as a precondition to the accompany this form. This notice shall be filed in the appropriate states in accordance with stable potice and must be completed.	with the Securities Administrator in each state where sales claim for the exemption, a fee in the proper amount shall
ATTENTION	
Failure to life notice in the appropriate states will not result in a loss of the fer appropriate federal notice will not result in a loss of an available state exemptitiling of a federal notice.	deral examption. Conversely, failure to file the ion unless such exemption is predictated on the

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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		A. BAS	SIC IDENT	FICATION	DATA				·
Each beneficial ov	the issuer, if the i	ssuer has been orga wer to vote or dispos	ie, or direct th	ie vote or di	position				ss of equity securities of the is
		of corporate issuers of partnership issue		orate genero	and mai	naging	j partners o	f partn	ership issuers; and
Check Hox(es) that Apply:	Promoter)wner 🔲	Executive	Officer	Ø	Director		General and/or Managing Partner
Full Name (I.ast name first, David Waters	if individual)	,							
Business or Residence Addre 1807 1/2 Victory Blvd., G			Z(p Code)	1. ## m	<u> </u>				
Cheek Box(es) that Apply:	Promotor	Beneficial ()wner [Executive	Mocr	Ø	Director		General and/or Managing Partner
Full Name (Last name first, i	if individual)	er.					,		
Business or Residence Addre 1807 1/2 Victory Blvd., Gl			Zip Code)					•	
Check Box(es) that Apply:	Promoter	Beneficial C	Whet	Executive	Diffeer	Ø	Director		General and/or Managing Partner
John Gerro Business of Residence Addre 530 S Glenoaks Blvd., St Check Box(es) that Apply:	-	=		F,xecutive	Officer		Director	<u> </u>	General and/or
Full Name (Last name first, i	Tindividual)								Managing Partner
Media Tech Ventures									· · · · · · · · · · · · · · · · · · ·
Business or Residence Addre 530 S Glenoaks Blvd., S	,	· •	Zip Code)						
Check Box(es) that Apply;	Promoter	Beneficial ()	wner 📋	Executive	Officer		Director		General and/or Managing Partner
Full Name (Last name lirst. i	(individual)								ı
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Clicck Box(es) that Apply:	E Frankler	_		ļ					

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3.	Does th	ac offering	permit join	it ownersh	ip of a sing	gle unit?	*****************		***************************************	-1100-104-10.		Yes XT	No F
4.											lirectly, any	, —	<u></u>
	or state	son to be li s, list the q	sted is an as	sociated po proker or d	erson or a <u>g</u> caler. If m	ent of a bro ore than fiv	ker or deal (e (5) perso	er registere ms to be lis	d with the t ted are asso	SEC and/or	the offering. with a state sons of such		
Tui	ij îvante (Lust name	first, if ind	ividual)				:					
Bu	siness or	Residence	Address (N	Jumber an	d Street, C	ity. State.	Zip Code)						
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Ful	l Name (Last name	first, if ind	ividual)			•						
Bus	siness or	Residence	: Address (?	Number an	d Street. C	ity, State,	Zip Code)						
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

١.	Enter the aggregate offering price of securities included in sold. Enter "0" if the answer is "none" or "zero." If the this box and indicate in the columns below the amounts already exchanged.	transaction is an exchange offering, check	:	
	Type of Security		Aggregate Offering Price	Amount Aircady Sold
	Deht		s	\$
	Equity			\$ 696,750.00
		Common Peterred		
	Convertible Securities (including warrants)		5	\$
	Partnership Interests		s	s
	Other (Specify)		s	<u></u>
	Total		s 1,000,000	\$ 696,750.00
	Answer also in Appendix, Column 3, if fi			
•	Enter the number of accredited and hon-accredited invests offering and the aggregate dollar amounts of their purchases the number of persons who have purchased securities as purchases on the total lines. Enter "0" if answer is "none"	es. For offerings under Rule 504, indicate nd the aggregate dillar amount of their		
		:	Number	Aggregate Dollar Amount
		<u> </u>	Investors	of Purchases
	Accredited Investors	· ·		\$ <u>696,750.0</u>
	Non-accredited Investors			\$
	Total (for filings under Rule 504 only)	,i	14	$\frac{1}{5}$ 696,750.0
	Answer also in Appendix, Column 4, i	if filing under ULOF.		
	If this filing is for an offering under Rule 504 or 505, enter the sold by the issuer, to dute, in offerings of the types indicate first sale of securities in this offering. Classify securities	ed, in the twelve (12) months prior to the		•
	Type of Offering	•	Type of Security	Dollar Amount Sold
	Rule 505		•	\$
	Regulation A	;		s
	Rule 504			•
	Total			s 0
	a. Furnish a statement of all expenses in connection we securities in this offering. Exclude amounts relating solely. The information may be given as subject to future contingenot known, furnish an estimate and check the box to the fe	vith the issuance and distribution of the y to organization expenses of the insurer, males. If the amount of an expenditure is		
	Transfer Agent's Pees		~	s
		•		\$
	Printing and Engraving Costs		·-	\$ \$
	-			
	Accounting Fees			\$
	Engineering Focs			5
	Sales Commissions (specify finders' fees separately).			\$
	Other Expenses (identify)			\$ \$_ 0

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.5. This difference is the "adjusted grass proceed to the issuer." 5. Indicate helow the amount of the adjusted grass proceed to the issuer used or proposed to the used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted grass proceeds to the issuer set forth in response to Part C — Question 4.5 above. Payments to Officers. Directors. & Affillates Sularies and fees. Purchase, rental or leasing and installation of machinery and equipment. Construction or leasing of plant buildings and facilities. Agaistition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger). Repayment of indebtedness Working capital. Other (specify): D. FEDERAL SIGNAT URE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following further constitutes an undertaking by the issuer to farmish to the U.S. Securities and Exchange Commission, upon written request of its the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Solve of Signet (Print or Type) Title of Signet (Print or Type)	C. OFFERING	G PRICE, NUMBER OF INVESTORS, EX	PENSES AND USE OF P	ROCEEDS	
5. Indicate helow the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments its sted must equal the adjusted gross proceeds to the issuer set forth in response to Part (! — Question 4.b above. Payments to Officers. Directors. & Payment of Officers. Directors. & Payment Affillates Purchase of real estate. Purchase, rental or leasing and installation of machinery and equipment. Construction or leasing of plant buildings and facilities. Acquisition of other businesses (including the vulue of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger). Repayment of indebtedness. Working capital. Other (specify): D. FEDERAL SIGNAT URE The Issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Hollywood Intermediate, Inc. Name of Signer (Print or Type)	b. Enter the difference between the and total expenses furnished in respo	e aggregate offering price given in responsi-	to Part C Question 1 not is the "adjusted gross		\$ 0.00
Officers, Directors, & Payment Directors, & Affiliates Salaries and fees \$ \$ \$ \$ \$ \$ \$ \$ \$	 Indicate below the amount of the adeach of the purposes shown. If the check the box to the left of the estim. 	ljosted gross proceed to the issuer used or e amount for any purpose is not known, atc. The total of the payments listed must	proposed to be used for furnish an estimate and equal the adjusted gross		
Salaries and lees			: :	Officers, Directors, &	Payments to
Purchase of real estate \$\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	Sularies and free				
Purchase, rental or leasing and installution of muchinery and equipment \$\\\\ \\$ \\\\\\\\\\\\\\\\\\\\\\\\\\\\					
and equipment			······································	۱ »	- [] 2
Construction or leasing of plant buildings and facilities \$ \$ 0.00 Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) \$ \$ \$ \$ \$ \$ \$ \$ \$	and equipment	Manation of machinery	· 	2.5	450,000,0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) S	Construction or leasing of plant bu	ildings and facilities] \$	0.00
offering that may be used in exchange for the assets or socirities of another issuer pursuant to a merger) Repayment of indebtedness				, - 	- U ·
Repayment of Indebtedness \$ \$ 250,000 Working capital \$ \$ 125,000 Other (specify): \$ \$ \$ Column Totals \$ \$ 0.000 Total Payments Listed (column totals added) \$ 1,000,000.000 D. FEDERAL SIGNAT URE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Title of Signer (Print or Type) Date Print or Type) Date Print or Type) Title of Signer (Print or Type) Title of Signer (P	offering that may be used in exchai	age for the assets or securities of anothe	r ¦		
Working capital			•		_
Other (specify): S					
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Column Totals				1 s	S
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly equised this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Hollywood Intermediate, Inc Title of Signer (Print or Type)					
The issuer has duly equised this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following number to the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Hollywood Intermediate, Inc Title of Signer (Print or Type)			_		
The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following number to the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Hollywood Intermediate, Inc Title of Signer (Print or Type)			<u> </u>		
signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Hollywood Intermediate, Inc Title of Signer (Print or Type) Title of Signer (Print or Type)		D. FEDERAL SIGNA	TORE		
Hollywood Intermediate, Inc Name of Signer (Print or Type) Title of Signer (Print or Type)	signature constitutes an undertaking by t	he issuer to furnish to the U.S. Securities	and Exchange Commiss	ion, upon writte	ile 505, the followin in request of its staff
Name of Signer (Print or Type) Title of Signer (Print or Type)	Issuer (Print or Type)	Stroature	0 - 0	NIE (1
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- ATTENTION +

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

[E. STATE SIGNATI	RE	
1.		30.262 presently subject to any of th		Yes No
		See Appendix, Column 5, for a	fate response.	e e e
2	The undersigned issuer hereby unde D (17 CFR 239.500) at such times	rtakes to furnish to any state administr as required by state law.	ator of any state in which	this notice is filed a notice on Form
3.	The undersigned issuer hereby und issuer to offerees.	ertakes to furnish to the state admini	trators, upon written req	ucst, Information furnished by the
4.	limited Offering Exemption (ULOE	hat the issuer is familiar with the con) of the state in which this notice is fi Cestablishing that these conditions ha	ed and understands that	
	er has read this notification and knows horized, person,	s the contents to be true and has duly co	used this notice to be sign	ed on its hehalf by the undersigned
Issuer ()	Print or Type)	Signature	Dat	¢ (1
Hollywoo	od Intermediate, Inc	J-11.) a		9/12/06
Name (P	rint or Type)	Title (Print or Type)		
Davi	d Waters	President		

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any emples not manually signed must be photocopies of the manually signed copy or hear typed or printed signatures.

APPENDIX										
t	Intend to non-a investor	to sell accredited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No	- Health	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
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	Intend to non-a investor	d to sell accredited is in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	-	amount p	4 Finvestor and archased in State t C-Item 2)		under St (if yes, explan walver	lification ate ULOE, attach atton of granted) -Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredite Investors	d Amount	Yes	No
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